

RECORDATION NO. 20568-R FILED

DEC 15 '00 3-37 PM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 15, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Supplement No. 3 to Back-up Loan Security Agreement, dated as of September 1, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Back-up Loan Security Agreement which as previously filed with the Board under Recordation Number 20568-B.

The names and addresses of the parties to the enclosed document are:

Secured Party: General Electric Capital Corporation
33 West Monroe Street
Chicago, Illinois 60603

Grantor: Railcar Leasing, L.L.C.
P.O. Box 98135
Las Vegas, Nevada 89193

A description of the railroad equipment covered by the enclosed document is:

One railcar ACFX 57980

Mr. Vernon Williams
December 15, 2000
Page Two

A short summary of the schedule to appear in the index follows:

Amendment to Supplement No. 3 to Back-up Loan Security Agreement, between Railcar Leasing, L.L.C., Grantor, and General Electric Capital Corporation, Secured Party, correcting one railcar ACFX 57980.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

**Amendment To
Supplement No. 3
To Back-up Loan Security Agreement
dated as of June 15, 2000**

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WHEREAS that certain Supplement No. 3 to Back-Up Loan Security Agreement dated as of June 15, 2000 between Railcar Leasing, L.L.C., as grantor, and General Electric Capital Corporation, as secured party, was filed with the Registrar General of Canada and the U.S. Surface Transportation Board on August 30, 2000 ("Back-Up Supplement");

WHEREAS the Back-Up Supplement identified the reporting mark of a certain unit of railroad equipment listed in Schedule 1A thereto as being "ACFX 59780" (the "Misidentified Unit"); and

WHEREAS the correct reporting mark of the Misidentified Unit is "ACFX 57980".

NOW, THEREFORE, IT IS HEREBY AGREED that in order to show for the public record the correct reporting mark of the Misidentified Unit, Schedule 1A to the Back-Up Supplement is correspondingly amended.

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized as of September 1, 2000.

RAILCAR LEASING, L.L.C.,

**By: AARDVARK RAILCAR, INC., solely in its
capacity as Administrative Manager**

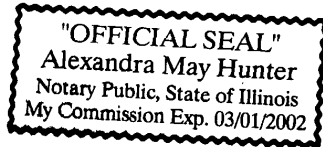
By: [Signature]
Name: Robert W. Tucker
Title: Executive Vice President

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: [Signature]
Name: Robert Speetzen
Title: Vice President

STATE OF Illinois)
) SS
 COUNTY OF Cook)

On this 28th day of September, 2000 before me personally appeared Robert Speetzer, who being duly sworn, says that he/she is the Vice President of **GENERAL ELECTRIC CAPITAL CORPORATION**, that the foregoing instrument was signed on behalf of the Corporation, and acknowledged that the execution of said instrument was his/her free act and deed.



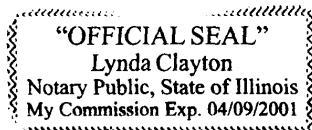
Alexandra Hunter
 Notary Public

My Commission Expires:

03/01/02

STATE OF ILLINOIS)
) SS
 COUNTY OF COOK)

On this 28th day of September, 2000 before me personally appeared Robert D. Zucker, who being duly sworn, says that he is the Executive Vice President of **AARDVARK RAILCAR, INC.**, Administrative Manager of Railcar Leasing, L.L.C., that the foregoing instrument was signed on behalf of the Corporation, and acknowledged that the execution of said instrument was his free act and deed.



Lynda Clayton
 Notary Public

My Commission Expires:

4/9/01